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YERBA · BUENA GARDENS

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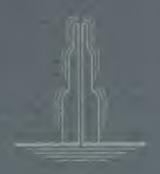
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In the beart of the world's great cities an environment in the join of a magnificent urban surden.

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The Yerba Buena Gardens.

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The Dream, The Vision, The Plan

Several years ago in San Francisco, a bold dream was born. It envisioned an extraordinary indoor and outdoor gathering place, a public amenity with the same style, imagination, and dignity that has made San Francisco one of the world's most beloved cities. And now, after years of planning and preparation, that dream is about to become a reality.

On twenty-four acres in the center of our city there will soon arise a beautiful, open, and exciting urban environment—a blend of culture, recreation, entertainment, and commerce like no other in the world...YERBA BUENA GARDENS.

In 1980, Mayor Dianne Feinstein and the commissioners and staff of the San Francisco Redevelopment Agency issued a challenge in the form of an invitation to some of the world's most respected developers:

"Create...in the heart of one of the world's great cities, an environment in the form of a magnificent urban garden...a place of such character and quality that it embraces the diversity of all its citizens and enhances San Francisco's reputation as everyone's favorite city."

In late 1980, the Agency selected and granted exclusive negotiating rights to the Developer, a joint venture of O & Y Equity Corp./Marriott Corporation/Beverly Willis. The Developer selected the Rouse Company to lease and manage the specialty retail component of the project.

Yerba Buena Gardens represents a unique public/private partnership in which revenues from land sales and leases on the private portions of the project will go toward covering the cost of the construction and operations of the public amenities which include magnificent gardens and cultural facilities.

In October of 1981, the San Francisco Redevelopment Agency approved a bold and dynamic design concept. It was a plan of unprecedented scope and variety, combining hotel, office, retail, amusement, recreation, entertainment, cultural, and residential facilities, in a setting of broad, sweeping gardens, covered walkways, sculpted fountains, quiet pools, rolling lawns, and beautiful architecture.





A Festive Place

The Gardens of Yerba Buena \circ Central Block Two is the location of the most dramatic features of Yerba Buena Gardens: three of its most distinctive and beautiful gardens.

The centerpiece of the Gardens will be the Festival Plaza, a spectacular open space covering an area larger than Union Square and Washington Square combined. The Festival Plaza rises in a series of terraces to its focal point,



The Grand Fountain, an exuberant display of cascades and cataracts inspired by the great baroque fountains of Europe. The Grand Fountain is designed to serve as a performance stage, as well as a place for relaxation. Its sheer beauty and dramatic impact will make the Grand Fountain a major San Francisco landmark and gathering place.

The Festival Plaza will be the scene of important outdoor public events such as seasonal festivals, pageants, concerts and other performances. It is intended to be alive with an ongoing variety of small scale cultural and entertainment events. The part of the Festival Plaza closest to Mission Street is designed as an informal, grassy amphitheater capable of accommodating up to 6,000 persons. When not in use for public events, visitors and residents alike will enjoy its wonderful park atmosphere for picnics, strolling, and informal play.



Central Block Two

Specialty Retail Promenade \times The Central Block also features an elegant two-level Speciality Retail Promenade with fine specialty stores, restaurants, and sidewalk cafes offering a wide variety of merchandise, food, and refreshments. On the ground level, an opening to the Festival Plaza between two rows of trees provides a view of the promenade. From the upper level, visitors will be able to view the many activities taking place in the Festival Plaza. Underground parking is readily accessible.

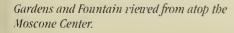
Amusement/Recreation/Entertainment Just west of the retail promenade, an indoor ice skating rink will provide a colorful setting for individual and family recreation. This beautiful, enclosed Winter Garden, with its filtered natural light, will be open year round for professional skating practice and performances and for public enjoyment as well. From an upper level promenade, spectators will be able to dine as they watch the skating below.

Festival Plaza-The central gathering place of the Gardens.











Central Block Two also features The Learning Garden, where technologically advanced educational games, and interactive learning tools will enable children and adults to learn about the world around them, and how things change and grow. Children can spend many happy hours outdoors in the Children's Play Court climbing over, under, around and through the specially designed educational sculptures. The Learning Garden will be an indoor and outdoor wonderland especially designed to captivate, fascinate, and educate children of all ages. However, adults too will be challenged and intrigued by the various games available.

The second garden at Yerba Buena Gardens is located east of the Festival Plaza. It is the beautiful, contemplative, Classical Chinese Garden. Designed in cooperation with San Francisco's sister city of Shanghai, China, it will be a place of quiet repose, green with vine-covered pergolas and reflecting pools, offering visitors, shoppers and workers a quiet retreat from the hustle and bustle of the busy downtown scene.

Bringing people together is one of the major goals of Yerba Buena Gardens.

Just west of the Festival Plaza is a third garden, the Children's Garden. This outdoor play and recreation area is set aside especially for children and families who visit Yerba Buena Gardens, and is adjacent to The Learning Garden and Playcourt.

The YBG Center for the Arts \circ The YBG Center for the Arts, located east of the Festival Plaza, will include a 600-seat proscenium theater, a museum quality gallery for various types of exhibitions, a performance space suitable for a variety of cultural activities, including concerts and workshops, and a video/film theater. The Center is designed to provide state-of-the-art performance facilities which will "showcase" Bay Area artists, and will provide performers and producers of national and international prominence with important new stages for their work.

A nearby child care center will make use of these and other facilities of the gardens, and will provide carefully supervised activities for children while their parents enjoy other parts of Yerba Buena Gardens.

As the sun goes down, Central Block 2 of Yerba Buena Gardens will be transformed to a lively nighttime place, offering visitors and residents a variety of evening diversions. On this block, a complex of cabaret theaters, night clubs, and restaurants with entertainment will add a whole new dimension to San Francisco night life.





Central Block Two



A classical Chinese Garden complements the YBG Center for the Arts.

Works of San Franciscan artists and performers as well as those of national and international stature will be showcased at the Yerba Buena Garden Center for Arts & Culture.



The Starlight Garden



Atop the Moscone Convention Center, the Starlight Garden, a romantic environment of pools, fountains, and delightful lighting, is designed for both daytime leisure enjoyment and sophisticated night-time fun. Joined to the rest of Yerba Buena Gardens by pedestrian bridges, this beautiful outdoor area features winding walkways, lovely landscaping, a waterfall and a small lake. As evening falls, the glow of softly twinkling lights will add a charming touch for people who visit this garden at night.

The Cinema Center \circ Central Block Three also features the Cinema Center, a facility unlike anything anywhere else in the nation. This complex of premiere film theaters, art theaters, screening rooms, and a film archive, will serve not only the general movie-going audience, but also the growing community of artists, screenwriters, producers, and film makers in the Bay Area. It will also help enhance San Francisco's growing reputation as a national and international film center.



Premiere theaters will present first-run films, and serve as opening night facilities where guests can enjoy gala premieres and other film festivities. Informal mid-sized theaters will offer a mix of first-run films, re-releases, archive offerings, classic revivals, and festival programs. The Cinema Center is adjacent to a glass-roofed indoor garden, which may serve as a gathering place for moviegoers.

Completing the Cinema Center will be a unique, specialty theater, housed in a magnificent domed structure; the architectural centerpiece of the Starlight Garden. This state-of-the-art facility will feature a unique extra-large screen and projection system to give audiences a dynamic, heightened sense of realism.

The San Francisco Pavilion ◇ North of the Cinema Center will be the San Francisco Pavilion, an indoor area that lends itself to creating fantasy environments of San Francisco's history as well as glimpses into its future. As an example, visitors may be able to stroll along a re-creation of a city street reminiscent of the Gold Rush days, past an assayer's shop, or an historic stock exchange. People might stop and eat at a restaurant of that era.

Conference facilities built atop the Moscone Convention Center are planned adjacent to the eastern side of the Starlight Garden. Restaurants and retail stores will integrate the frontage of the convention rooms with this part of the project. These gardens will be surrounded by restaurants, coffee houses, cafes, and other appropriate garden facilities.



Central Block Three







The Starlight Garden will be a fantasy of soft lights, romantic settings and imaginative entertainment.



The Concourse and St. Patrick's Square

The Market Street Forecourt Plaza
Serving as the main entrance to Yerba Buena
Gardens from Market Street, the Market Street
Forecourt Plaza will provide access to the
office building, the hotel, and the Grant Avenue



Concourse. Highlighted by a fountain and plaza area and framed with columns, the design of the Forecourt Plaza and the Concourse will be in keeping with the elegance, sophistication, and distinctive character reflected throughout the project.

The Grant Avenue Concourse With its magnificent 120-foot high glazed roof, the Grant Avenue Concourse offers a pleasant, spacious setting for shopping, browsing, casual meetings, and dining with two levels of shops, cafes, and restaurants. The street-level of this retail concourse connects with the BART and MUNI



Central Block One and EB-2



Restoration of architectural detailing will preserve the bistoric character of the Jesse Street Substation.

The Grant Arenue Concourse accommodates quality urban retailing, managed by Rouse, in a spacious structure with the light, open qualities of a conservatory garden.

entrance to Yerba Buena Gardens; the upper level connects Market Street with a covered pedestrian bridge which extends all the way to the Moscone Convention Center.

The Marriott Hotel • The 1500 room Yerba Buena Gardens Marriott Hotel will occupy the west side of the block. The hotel will connect below-ground to meeting rooms and ballrooms under Central Block Two.

The Olympia & York Office Tower A distinctive office building facing Market Street will offer 750,000 square feet of high quality space in a range of floor sizes. This building will be a handsome addition to the architecture of San Francisco's financial district.

St. Patrick's Square A short walk through the Grant Avenue Concourse will lead visitors out into the lively, bustling old-world marketplace of St. Patrick's Square, a colorful and beautifully landscaped urban square reminiscent of European plazas, with St. Patrick's Church servings its historic role as the focal point of this area. The restored Jessie Street Substation will house a food market, featuring gourmet groceries, fresh California produce, fine wines, and quality crafted merchandise. The second level will contain a restaurant and space for cultural activities. Forty condominiums will occupy a low-rise building overlooking St. Patrick's Plaza. Underground parking will serve the hotel, office, residential and retail uses on this block.



A luxury convention hotel will enhance the Moscone Center; the Market Street office tower links Yerba Buena Gardens to the City's business community.

The Forecourt Plaza, the Concourse, the Marriott Hotel, the Office Building, St. Patrick's Square, the landscaping and fountains, indeed all of the uses on this block represent a dramatic addition to the very best of San Francisco urban life.

East Block Two East Block Two includes offices and housing with related retail shops. A health and sports center may also be included. Provisions have been made, in the event that adequate funding separate from the project is secured, to accommodate a substantial cultural use such as San Francisco's Asian Art Museum. The design of the facilities on this block will be compatible with the Gardens and complementary to the project as a whole.



Public Benefits and Programs

The San Francisco Redevelopment Agency will provide a program of public benefits for the City which will include the following components:

Landscaped Gardens/Open Space/Plazas

Yerba Buena Gardens will add ten acres of magnificently landscaped gardens and much needed usable open space to the South of Market and downtown areas.

Cultural Programs

Facilities and program space will be provided for the YBG Center for the Arts. A number of cultural programs will be offered at little or no cost to the public.

Housing Fund

A Housing Fund will be provided by the San Francisco Redevelopment Agency to help upgrade the low and moderate income housing units in the area surrounding the project and to contribute to an improved environment in the South of Market area.

Other Project Benefits

New Job Opportunities, Tax Benefits, and Affirmative Action

This development will provide an estimated 2,000 construction jobs and create more than 4,500 new permanent jobs, many of which can be filled by the City's lower to moderate income populations. Yerba Buena Gardens, once completed, is estimated to contribute up to \$25 million annually in local and state tax revenues in the form of property, sales, hotel/motel, and payroll taxes.

Of the \$25 million annual tax revenues generated, approximately \$15 million will accrue to the City and County of San Francisco in the form of property taxes, hotel/motel taxes, the local portion of state sales taxes, and local payroll taxes.

The remaining \$10 million in annual tax revenues accrue to the State of California in the form of the State's portion of the sales taxes and the State income taxes.

A sound, comprehensive Affirmative Action Program will provide business and employment opportunities for minorities and women in all phases of the project.

⋄ Programs for Senior

Senior citizens will benefit from increased security, open space, and recreational areas, and cultural programs within easy walking distance. They also will benefit from an overall improved urban environment. Those living in units overlooking Yerba Buena Gardens will be able to enjoy the aesthetics provided by the beautiful garden setting.

Security and Maintenance Programs

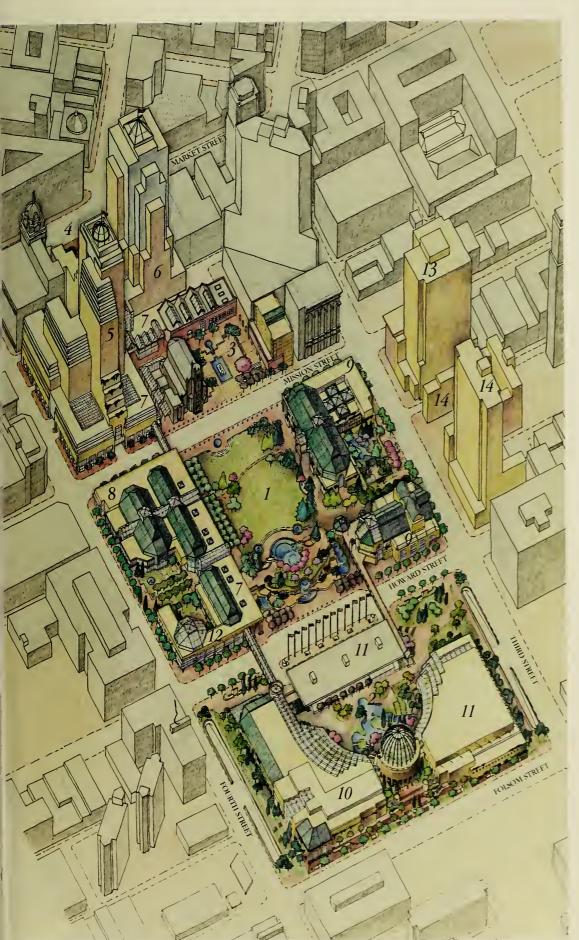
Security and maintenance will provide a safe, clean, and harmonious atmosphere at the Gardens both day and night.

Programs for Children

The Learning Garden and the Children's Play Court, including a day care program, the ice skating rink, and the San Francisco Pavilion will provide children of the Bay Area with vast new recreational and educational opportunities.

Night-Time and Weekend Activities

Downtown will gain new, active, cultural and entertainment uses. Activities in the Gardens will draw people downtown during evenings and weekends, bringing new vitality and life to an area of the City that has long lay dormant.



- 1. Festival Plaza/Esplanade
- 2. Starlight Garden
- 3. St. Patrick's Square
- 4. Market Street Forecourt
- 5. Marriott
 Convention Hotel
- 6. Olympia and York
 Office Tower 1
- 7. Retail, Shops, Restaurants, Cafes
- 8. Ice Rink
- 9. Cultural
- 10. San Francisco Parillion and Cinema
- 11. Convention Center and Meeting Rooms
- 12. Learning Garden
- 13. Olympia and York Office Tower 11
- 14. Residential

Plaza and Gardens 10 acres

Cultural 100,000 square feet

Residential 340-540 units

Retail 160,000-200,000 square feet

Office — Two Towers 1,250,000 square feet

Hotel 1,500 rooms

Amusement Recreation Entertainment 170,000 square feet

Parking 2,300 spaces

The Project Development Team

Olympia & York

Olympia & York California Equities Corp., with offices in Los Angeles and San Francisco, is a subsidiary of Olympia & York Developments Limited, based in Toronto, Canada. Olympia & York is an internationally recognized real estate development company with operations in the United States, Canada and Europe. Over the years, Olympia & York has achieved a reputation for excellence in the design, construction, management, and maintenance of world class office and mixed use projects.

Marriott Corporation

The Marriott Corporation headquartered in Bethesda, Maryland, is a diversified organization in the quality segment of the lodging, food service, and entertainment industries. The company currently has operations in 48 states and 25 countries. There are currently 131 Marriott hotels, resorts, and inns operating in 90 cities in the United States, Mexico, Central America, the Caribbean, Europe, and the Middle East.

Beverly A. Willis

Beverly A. Willis, FAIA, a pioneering architect and developer, is the President and founder of Willis and Associates, Inc., Architects in San Francisco. She is the recipient of numerous honors and awards in the field of architecture and design. She brings a unique local appreciation of the architectural and urban design aesthetics of San Francisco.

The Rouse Company

The Rouse Company, headquartered in Columbia, Maryland, operates retail shopping places throughout the United States and Canada. These centers include over one hundred major department stores and more than 6000 individual stores, shops, and restaurants in 38 million square feet of space. Retail centers of The Rouse Company have compiled an internationally recognized record of success, and each has become a welcome source of pride for the community it serves.

The Architectural Design Team

The Architectural Design Team is comprised of firms which are internationally acclaimed for their work in urban architecture and landscape design. They include:

Architecture and Urban Design:

Zeidler Roberts Partnership, Architects, Inc. Toronto, Canada

Willis and Associates, Inc., Architects San Francisco, California

Landscape Design

Lawrence Halprin, Landscape Architects San Francisco, California

Omi-Lang Associates, Landscape Architects San Francisco, California

For further information, please contact: Olympia & York/Marriott Corporation 182 Second Street, Fifth Floor San Francisco, CA 94105 (415) 546-0321





